

HOPKINS & SUTTER

(A Partnership Including Professional Corporations)

2800 Livernois, Suite 220, Troy, MI 48063-1220
TEL: 248.740.6600 FAX: 248.740.6613

WITH OFFICES IN
CHICAGO • WASHINGTON DC • TROY

RECORDATION NO. 14447-D
JUL 3 '97 2-06 PM

MARY P. SCLAWY
Direct Line: 248.740.6602
Email: msclawy@hopsut.com

June 18, 1997

Secretary
Surface Transportation Board
Room 704
1925 K Street, NW
Washington, DC 20423-0001

Dear Secretary:

Enclosed for recordation pursuant to statute and 49 CFR 1177 are two counterparts of a Memorandum of Lease Termination and Equipment Disposition, dated as of June 2, 1997. The Lease Agreement ("Lease") which has been terminated was dated October 1, 1984. The units which were covered by the Lease are 100 hi-cube auto parts boxcars bearing marks GTW 384000 - 384099, both inclusive.

The Lease was recorded on October 15, 1984 and assigned recordation number 14447.

The parties to the Lease are:

Lessor: Willis-Jenkins, Inc, seller of the cars
Lessee: Grand Trunk Western Railroad Company, predecessor in interest to
Grand Trunk Western Railroad Incorporated, purchaser of the
cars

Enclosed is our check in the amount of \$24.

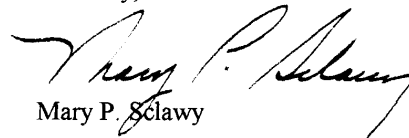
Please accept one counterpart of this document for filing, stamp the remaining

RECEIVED
SURFACE TRANSPORTATION
BOARD
JUL 3 2 06 PM '97

counterpart with your recordation number and return it and the fee receipt to the undersigned at the following address:

Mary P. Sclawy
Hopkins & Sutter
2800 Livernois
Suite 220
Troy, MI 48083-1220

Sincerely,



Mary P. Sclawy

C: John Lamont re GT 10-1-84 lease

SURFACE TRANSPORTATION BOARD
WASHINGTON, D. C. 20423-0001

OFFICE OF THE SECRETARY

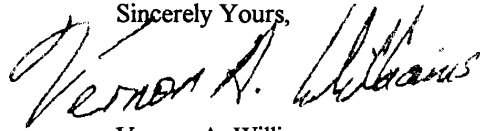
Mary P. Sclawy
Hopkins & Sutter
2800 Livernois, Ste. 220
Troy, Michigan 48063-1220

DATE: 7/3/97

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of 49 U.S.C. 11301
and 49 CFR 1177.3 (c), on 7/3/97 at 2:06PM, and
assigned recordation number(s). 14447-D, 14871-G, 15202-A, 15268-F, 15700-F,
16904-E, 16905-C and 17398-A.

Sincerely Yours,

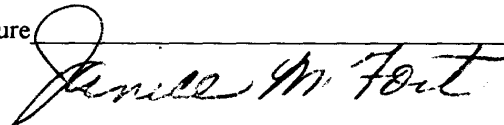


Vernon A. Williams
Secretary

Enclosure(s)
(8)

\$ 192.00 The amount indicated at the left has been received in payment of a fee in
connection with a document filed on the date shown. This receipt is issued for the amount paid.
In the event of an error or any questions concerning this fee, you will receive a notification after
the Surface Transportation Board has an opportunity to examine your document.

Signature



RECORDATION NO. 14447-D FILED

JUL 3 '97 2-06PM

**MEMORANDUM OF LEASE TERMINATION AND
EQUIPMENT DISPOSITION** dated as of June 2, 1997
between **Willis-Jenkins, Inc.** ("Willis-Jenkins") and **Grand
Trunk Western Railroad Incorporated** ("GTW").

WHEREAS, Willis-Jenkins is the lessor of certain boxcars, more particularly the 60' roller bearing 'hi-cube' auto parts boxcars marked GTW 384000 to GTW 384099 inclusive, (the "Equipment") under that certain Master Equipment Lease dated as of October 1, 1984, as amended, (the "Lease") with GTW (successor-in-interest to Grand Trunk Western Railroad Company) as lessee.

IN WITNESS WHEREOF, the parties wish to show for the public record that on the date first above written:

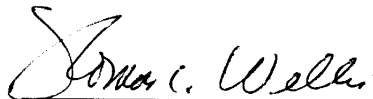
- 1) The Lease was terminated by Willis-Jenkins and GTW;
- 2) The Equipment was sold, by Willis-Jenkins, to GTW;

and accordingly have caused this memorandum to be executed by their officers thereunto duly authorized.

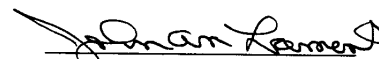
WILLIS-JENKINS, INC.,
as lessor and seller

**GRAND TRUNK WESTERN
RAILROAD INCORPORATED,**
as lessee and buyer

By:
Its:


President

By:
Its:


Sr. Manager, Asset Financing

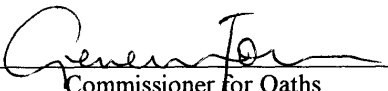
Note: On October 15, 1984 at 10:40 A.M., the Lease was filed with the Interstate Commerce Commission (predecessor to the Surface Transportation Board) pursuant to 49 U.S.C. S11303 (now S11301) and assigned recordation number 14447; and

On October 16, 1984 at 10:45 A.M., the Lease was deposited in the Office of the Registrar General of Canada pursuant to Section 86 (which became Section 90) of the Railway Act of Canada (now Section 105 of the Canada Transportation Act).

PROVINCE OF QUEBEC)
) ss:
DISTRICT OF MONTREAL)

*In the matter of a Memorandum
dated as of June 2, 1997.*

On this 28th day of May, 1997, before me personally appeared John A.N. Lamont, to me personally known, who, being by me duly sworn, says that he is duly authorized to state that the foregoing memorandum was signed on behalf of Grand Trunk Western Railroad Incorporated by authority of its Board of Directors, and he acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.


Commissioner for Oaths
190021-8

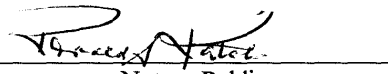
My commission expires: 31/03/98

[Seal]

STATE OF ILLINOIS)
) ss:
COUNTY OF ~~COOK~~ ^{LAKE})

*In the matter of a Memorandum
dated as of June 2, 1997.*

On this 30th day of ~~June~~ ^{May}, 1997, before me personally appeared THOMAS C. WILLIS, to me personally known, who, being by me duly sworn, says that he / ~~she~~ is PRESIDENT of Willis-Jenkins, Inc., that the foregoing memorandum was signed on behalf of said corporation by authority of its Board of Directors, and he / she acknowledged that the execution of the foregoing memorandum was the free act and deed of said corporation.


Notary Public

My commission expires:



[Notarial Seal]